

Exhibit A

TWENTIETH AFFIRMATIVE DEFENSE

Defendants acted in good faith conformity with applicable SEC rules, regulations, and orders, and therefore are not subject to liability under the federal securities laws.

TWENTY-FIRST AFFIRMATIVE DEFENSE

Defendants herein adopt each of the Affirmative and/or Additional Defenses pleaded by the other answering Defendants to the extent such defenses operate to exculpate Defendants from liability or damage and to the extent such defenses are not inconsistent with, and are applicable to Defendants. Because discovery has not yet occurred in this action, Defendants further reserve the right to assert other and further defenses as may later become known to counsel.

WHEREFORE, having fully answered Plaintiffs' CAC in this action, Defendants respectfully request: (i) that said CAC be dismissed in its entirety; (ii) that the Court enter a judgment in favor of Defendants and against Plaintiffs; (iii) an award to Defendants of their costs, including discretionary costs, and attorneys' fees; and (iv) such other relief as the Court deems just and proper.

Respectfully submitted,

/s/ Scott S. Brown

Peter S. Fruin

Scott S. Brown

MAYNARD COOPER & GALE PC

2400 Regions Harbert Plaza

1901 Sixth Avenue North

Birmingham, AL 35203

David B. Tulchin

David E. Swarts

SULLIVAN & CROMWELL LLP

125 Broad Street

New York, New York 1004

*Attorneys for Regions Financial Corporation
and Regions Bank.*